



KVGGN SYNERGY PRIVATE LIMITED

Anti-Bribery and Corruption Policy

KVGGN Synergy Private Limited



KVGGN SYNERGY PRIVATE LIMITED

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1.0 OBJECTIVE

KVGGN Synergy Private Limited, along with its subsidiaries and affiliated companies (collectively referred to as “KVGGN Synergy” or the “Company”), is dedicated to conducting its business with integrity, transparency, and in full compliance with ethical and legal standards in all countries where it operates. The Company’s reputation for honesty, fairness, and integrity is a vital element of its success. To uphold these values, KVGGN Synergy is committed to strict adherence to the U.K. Bribery Act, 2010 (“UKBA”), the Indian Prevention of Corruption Act, 1988 (“POCA”), and other applicable local anti-corruption laws (together referred to as the “Anti-Corruption Laws”), as outlined in this Anti-Bribery and Corruption Policy (“Policy”).

This Policy is designed to guide KVGGN Synergy personnel in understanding their roles and responsibilities, ensuring day-to-day compliance with the ethical and legal requirements related to anti-bribery and anti-corruption practices.

KVGGN Synergy expects all employees to fully comply with this Policy to maintain strict adherence to the relevant anti-corruption laws. This Policy is not intended to override or supersede any other jurisdictional anti-corruption laws.

While we do not expect every individual to be an expert in the legal frameworks that govern our business, we do expect all KVGGN Synergy personnel to follow Company policies, familiarize themselves with the applicable laws in their respective countries of operation, and seek guidance from the appropriate sources when uncertainty arises regarding those laws or standards. Timely identification and resolution of such challenges are essential for achieving our objectives.

This Policy aims to provide employees with practical guidance on specific compliance issues related to anti-corruption laws that may arise in the course of KVGGN Synergy’s business activities. While it covers general guidance on anti-bribery and corruption, this Policy may not address every potential question or issue. Therefore, you are encouraged to consult with the Compliance Officer (compliance@kvggn.in) for clarification when necessary.

2.0 SCOPE AND APPLICABILITY

This Policy applies to the following:

- a. All employees of the Company, including permanent, temporary, and contractual staff;
- b. All directors of the Company; and
- c. All subsidiaries, joint ventures, and affiliates in India where KVGGN Synergy holds management control, either directly or through its subsidiaries.

Each employee, contractual staff member, and director of KVGGN Synergy is required to promptly report to the Compliance Officer any actual or potential violation of this Policy, as well as any incidents of misconduct, misdemeanour, or actions that may be detrimental to the Company’s interests.

3.0 DEFINITIONS

Bribery: Bribery refers to the act of offering, promising, or providing any form of advantage (financial or otherwise) to an individual with the intent to induce that individual to perform an improper action. Bribery also occurs when such an inducement is solicited, or when there is an agreement to accept such an inducement, regardless of whether it is ultimately received.



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A bribe constitutes any inducement, payment, reward, gratification, or advantage offered, promised, or provided to any person in order to obtain a commercial, contractual, regulatory, or personal benefit. It is illegal to offer or accept a bribe, either directly or indirectly. Additionally, offering a bribe to a government or public official is considered a separate criminal offense. The term "government/public official" encompasses individuals, whether elected or appointed, who hold a legislative, administrative, or judicial position in any country or territory, including officials of public or private banking institutions.

The term "gratification" is not limited to monetary rewards or those that can be quantified in financial terms. It encompasses anything that could fulfill an individual's "appetite" or "desire." This broad definition includes even relatively small amounts provided to influence a public servant, provided such amounts exceed the legal remuneration to which the public servant is entitled.

Examples of items considered bribes include but are not limited to, cash, cash equivalents, loans, commissions, benefits in kind, inside information, sexual or other Favors, the offering of employment to a relative in exchange for Favors received, abuse of function, or any other form of advantage.

Corruption:

Corruption refers to the abuse of a position of authority for personal gain by an individual in public office. It frequently results from patronage and is often linked to bribery. The risk of corruption involving government officials is most commonly encountered in interactions with politically exposed persons ("PEPs"). PEPs are individuals who hold or have held a prominent public office, as well as those closely associated with them. Such associates may include family members, friends, or business partners who may leverage their relationship with public officeholders to influence or exploit their position.

Facilitation Payment:

A facilitation payment is a payment made to expedite or secure the provision of routine government services. It is often referred to as a "grease payment," "speed money," or "routine payment." KVGGN Synergy does not differentiate between facilitation payments and other forms of bribery and corruption.

Inducement: An inducement is a pledge or promise made to persuade an individual to enter into a specific agreement.

Kickbacks: Kickbacks refer to payments made to KVGGN Synergy employees in exchange for securing business or obtaining a competitive advantage.

4.0 COMPLIANCE PRINCIPLES

4.1 Bribery and Corruption

KVGGN Synergy is fully committed to complying with the laws and regulations of the countries in which it operates, as well as relevant international anti-corruption laws. The Company strictly prohibits the authorization, offering, giving, or promising of bribes, either directly or indirectly, to government officials or any other individual to obtain or retain business, influence business decisions, or secure an unfair advantage.



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KVGGN Synergy does not engage in acts of bribery or corruption. The Company prohibits its employees from participating in corrupt practices, including paying bribes to, or accepting bribes from, public officials and private individuals, such as personnel of companies with which it conducts business.

Giving a Bribe

It is illegal to offer, promise, or provide an advantage to someone: (i) with the intent that the advantage will induce or reward that person for acting "improperly," or (ii) knowing or believing that the recipient's acceptance of the advantage would constitute "improper" behaviour. A person is deemed to act "improperly" if they fail to perform a function in good faith or impartially, or if they breach the expectations associated with their position of trust.

Receiving a Bribe

If an employee accepts an improper gift, payment, or offer of hospitality, they may be committing an offense by requesting, agreeing to receive, or accepting a bribe. The determination of whether a person has acted "improperly" is based on whether they have violated an expectation of good faith or impartiality, or breached the trust inherent in their position.

Bribing a Public Official

KVGGN Synergy employees must never offer or use third parties to provide unofficial gratuities to government officials or government employees in order to facilitate or expedite routine administrative actions, such as customs clearances, visas, permits, or licenses. Employees are also prohibited from discussing business terms with individuals who demand or offer bribes.

Bribing through a Third Party

KVGGN Synergy will be held accountable for the actions of third parties if they engage in unlawful conduct while acting on the Company's behalf. This Policy strictly prohibits the payment, offering, solicitation, proposal, or acceptance of bribes, either directly or through third parties. We are also prohibited from discussing business terms with individuals who request or offer bribes. KVGGN Synergy does not authorize or condone any third party engaging in bribery or corruption on behalf of the Company. KVGGN Synergy and its employees will not engage in such practices, regardless of whether such payments are considered "local practice" or "customary."

Corporate Offence of Failing to Prevent Bribery

A corporate entity can be held criminally liable for failing to prevent bribery, including by individuals providing services on its behalf. This includes employees, agents, joint venture



4.2 Facilitation Payments and Kickbacks

Employees of KVGGN Synergy, or anyone acting on behalf of the company, are strictly prohibited from making or accepting facilitation payments or kickbacks of any kind.

Facilitation payments are typically small, unofficial payments made to expedite or secure a routine government action by an official. **Kickbacks**, on the other hand, are payments made to commercial organizations in exchange for business favours or advantages, such as securing a contract award. KVGGN Synergy does not differentiate between facilitation payments, kickbacks, or any other form of bribery and corruption. Employees must avoid any activities that could lead to or suggest that KVGGN Synergy will make or accept a facilitation payment or kickback.

KVGGN Synergy and its employees will not engage in these practices, even if such payments are considered "local practice" or "customary."

Guidance on Avoiding Facilitation Payments

Facilitation payments are prevalent in many countries and industries. There may be concerns that the inability to make such payments could create difficulties in certain jurisdictions, potentially resulting in loss of income or contracts. Government officials who demand payments to perform routine actions can place individuals representing KVGGN Synergy in challenging situations.

Although there is no simple solution, the following steps can help avoid engaging in such practices:

- Always insist on official receipts for any payments made.
- Inform the demanding official about KVGGN Synergy's company policies and standards.
- Report any suspicions, concerns, or demands to higher management and local enforcement authorities, and refuse to make any such payments.

Communication with Third Parties

The Company's stance on bribery and corruption must be clearly communicated to all suppliers, contractors, business partners, agents, representatives, and affiliated third parties at the beginning of our business relationship and, as necessary, throughout the duration of that relationship.

Your Duties

- **Comply** with all relevant anti-bribery and anti-corruption laws. Participate in training sessions and review documents related to these laws.
- **Report** any instances of bribery or corruption immediately to your Reporting Manager, the Compliance Officer, and the Legal Department.
- **Accurately record** and fully disclose any transactions where bribery has occurred.
- **Never offer or accept** anything of value intended to improperly influence business decisions.
- **Consult** your Reporting Manager, the Compliance Officer, or the Legal Department whenever you are uncertain.



Fraud and Corruption Register

All reports of corruption will be documented in the Fraud and Corruption Register, which is maintained by the Compliance Officer.

4.3 Gifts, Entertainment, and Hospitality

In certain countries, business entertainment and small gifts are commonly used to build goodwill and strengthen relationships with business partners and associates. However, such gestures can also create a perception of conflict of interest that could undermine the integrity of our business relationships. Accepting or giving gifts and entertainment can also impair objectivity in KVGGN Synergy's business dealings. In some cases, it may even lead to legal violations. Therefore, it is essential to recognize the ethical and legal obligations involved in exchanging business courtesies with our vendors, suppliers, clients, and other business partners.

For the purposes of this Policy, gifts, hospitality, and entertainment are defined as any offer (payment, present, gift, gratuity, hospitality, or other inducement). The recipient may be:

1. KVGGN Synergy or any of its employees, in cases where they are receiving an unethical offer from a donor.
2. A counterparty to whom KVGGN Synergy or its employees make an unethical offer, in which case KVGGN Synergy is the donor.

Gifts are defined as tangible or intangible benefits, including, but not limited to, cash, presents, recreational items, event tickets, prizes, retail vouchers, loans, discounts, promotional items, or the use of a donor's time, materials, facilities, or equipment.

Hospitality refers to business-related travel, accommodation, meals, and drinks.

Entertainment involves attending sporting, recreational, or cultural events where the host is present.

This Policy sets out stringent guidelines and restrictions regarding the giving or accepting of gifts, entertainment, and hospitality.

KVGGN Synergy follows the principle of NOT accepting or offering any gifts, entertainment or hospitality in the regular course of business

Acceptance and Provision of Gifts, Entertainment, and Hospitality

Employees, or members of their immediate families, should not accept, provide, or solicit cash or equivalents, entertainment, favours, gifts, or anything of substance to or from competitors, vendors, suppliers, customers, or any others who do business with or are attempting to do business with KVGGN Synergy.

The following types of gifts are prohibited under this Policy:

- Cash or cash equivalents (e.g., gift cards or gift certificates).
- Gifts prohibited by local laws.
- Gifts that government officials are not allowed to accept.
- Gifts that are considered bribes, payoffs, or kickbacks (e.g., to obtain or retain business or secure an improper advantage, such as favourable tax treatment).
- Gifts that the recipient knows are prohibited by the giver's organization.
- Gifts that the giver knows are prohibited by the recipient's organization.



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- Gifts that have been pre-planned or agreed upon as inducements between the giver and recipient prior to being offered.
- Gifts in the form of services or non-cash benefits (e.g., promises of employment).
- Gifts to family members of employees from clients, vendors, suppliers, business partners, or government officials, or vice versa.
- Gifts that have substantial value relative to the income of the recipient.
- Gifts that create an expectation or implied obligation for preferential treatment, an award of business, business advantages, better services, or improved/special terms and conditions of business.
- Gifts that may cause embarrassment to either the giver, receiver, or KVGGN Synergy if disclosed publicly.
- Gifts given secretly or in a manner that creates the appearance of impropriety.
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General Guidelines

To ensure compliance with this Policy, consider the following questions before offering or accepting any gift or hospitality:

- Is the gift or hospitality illegal or in violation of the standards outlined in this Policy?
- Would you feel embarrassed or put KVGGN Synergy in an awkward position if the gift or hospitality were publicly disclosed?
- Is the gift given openly, without secrecy, and in a manner that avoids the appearance of impropriety?

If the answer to any of these questions is "yes," employees should refrain from offering or accepting the gift or hospitality.

Exceptions

KVGGN Synergy employees may accept gifts of nominal value, such as corporate calendars, pens, mugs, books, t-shirts, dry fruits, sweets, or similar items, provided that:

- The gift is of nominal value.
- It is not provided with the intent to influence business decisions or win business from KVGGN Synergy.
- It is distributed at a corporate event or during a festival season, where all attendees receive similar items, and no special gifts are given specifically to KVGGN Synergy employees.

Additionally, tickets and hotel bookings for attending corporate events organized by a donor may be accepted, provided that these arrangements are made for all attendees and no special arrangements are made for KVGGN Synergy employees.

During corporate events hosted by KVGGN Synergy, the company may provide gifts of nominal value, such as corporate calendars, pens, mugs, books, t-shirts, or similar items. Tickets and hotel bookings for events may also be provided for all attendees. Such items will be approved by the CEO in writing.

Meals and Entertainment

Employees may accept meals with external parties in the ordinary course of business, under the following conditions:



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- Meals should not be lavish, and fine dining establishments must be avoided.
- The value of the meal should not exceed ₹2500 per person.
- If the meal exceeds ₹2500 but is below ₹5000, written approval from the CEO must be obtained.
- Meals above ₹5000 are not permitted.

In all cases, any gift, entertainment, or hospitality must be reasonable and justifiable in the given circumstances.

Gifts Register

Employees must report all situations in which the gifts, entertainment and hospitality offered were of high value to the Compliance Officer, who will maintain a register documenting this information.

4.4 Wilful Blindness

If evidence is found that an employee wilfully ignored or turned a blind eye to corruption or bribery within their department or surrounding environment, KVGGN Synergy may take disciplinary action against the employee. Although such conduct may be considered “passive” (i.e., the employee may not have directly participated in or benefited from the corruption or bribery), wellful blindness to such behaviour can, depending on the circumstances, result in disciplinary action equivalent to that for an intentional act.

4.5 Charitable Donations

If permitted by applicable law and if approved by KVGGN Synergy’s board of directors, it may be possible for KVGGN Synergy to make charitable contributions. KVGGN Synergy will conduct appropriate due diligence prior to determining whether any charitable contribution is appropriate.

4.6 Political Contributions

KVGGN Synergy maintains a strict policy of political neutrality. The company will not make any direct or indirect contributions, including financial support, gifts, gratuities, or anything of value, to any campaign, political party, or other political organization. Company funds must not be used for political contributions under any circumstances unless prior written approval is obtained from the Board.

KVGGN Synergy does not support any specific political party, nor does it express opinions about political candidates, causes, or government decisions. However, the company reserves the right to communicate its position on important issues to elected representatives and other government officials.

In cases where the company engages with government or elected officials, such interactions may be construed as "lobbying." Employees should only represent the company at such meetings or events if explicitly designated to do so. All such meetings should be conducted with high integrity and in accordance with our Code of Conduct and other relevant policies.



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While employees are entitled to their own political beliefs, they are not permitted to use

company premises or resources to promote these beliefs or associate their personal views with those of the company.

4.7 Business Relationships

KVGGN Synergy expects all third parties doing business with the company to address issues of bribery and corruption in a manner consistent with the principles outlined in this Policy. KVGGN Synergy requires all third parties to cooperate and comply with these standards in order to maintain the business relationship.

KVGGN Synergy employees should ensure the following:

- a) Conduct due diligence before entering into a commercial relationship.
- b) Document the engagement process and obtain final approval for selection.
- c) Implement a program to provide appropriate information about all third parties engaged in business relationships with KVGGN Synergy.
- d) Ensure that third parties within your work area are fully briefed on this Policy and have formally committed, in writing, to adhere to the Supplier Code of Conduct.
- e) Ensure that fees and commissions agreed upon are appropriate and justifiable remuneration for services rendered.
- f) Ensure that contractual agreements include appropriate provisions that allow the company to withdraw from the relationship if any third party fails to comply with the Supplier Code of Conduct.

4.8 Personal Conflicts of Interest

Employees and directors of KVGGN Synergy must avoid situations and transactions where their personal interests could conflict, or appear to conflict, with the interests of the company. Conflicts of interest may arise if individuals have personal interests in business dealings involving the company. Employees are required to disclose any actual or perceived conflicts of interest to the Compliance Officer.

5.0 Record-Keeping

Employees of KVGGN Synergy must ensure that all expense claims related to hospitality, gifts, or expenses incurred with third parties are submitted in accordance with the company's expense policy, and must specifically record the purpose of the expenditure.

All accounts, invoices, memoranda, and other documents or records related to dealings with third parties, such as clients, suppliers, and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts should be kept "off-book" to facilitate or conceal improper payments, and this is ensured through effective monitoring and auditing mechanisms.



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Records of any internal reviews or due diligence conducted on these matters shall be maintained by the compliance team for a period of five (5) years, for compliance and

regulatory purposes, and to support any future investigations.

6.0 How to Raise a Concern

Employees should remain vigilant in identifying any potential risks of non-compliance with the provisions of this Policy. If an employee becomes aware of any violation or non-compliance, they are required to promptly notify the Compliance Officer.

KVGGN Synergy has adopted a Whistleblower Policy to provide a mechanism for employees, directors, and third parties to report any genuine instances of actual or suspected unethical behaviour, fraud, or policy violations at KVGGN Synergy, without fear of retaliation. For further information, please refer to the Whistleblower Policy.

7.0 What to Do If You Are a Victim of Bribery or Corruption

It is the responsibility of every employee to promptly inform their reporting manager or the Compliance Officer if they are offered a bribe by a third party, asked to make a bribe, suspect that such an event may occur in the future, or believe they are a victim of any other form of corruption or unlawful activity. Employees must refuse to accept or make any payment from or to a third party, explain the company's policy against such actions, and make it clear that the refusal is final and non-negotiable under this Policy.

If an employee encounters difficulties in making this refusal, they should seek assistance from their manager.

In cases where a payment is made to protect life, limb, or liberty, employees are required to immediately notify their Reporting Manager or the Compliance Officer and document the circumstances. The Reporting Manager or Compliance Officer, in consultation with relevant business functions, will determine the appropriate course of action. Additionally, the Reporting Manager or Compliance Officer will inform the CEO of any significant reports of corruption, and in cases with substantial issues, the Compliance Officer will report to the Chairman of the Audit, Risk, and Compliance Committee.

8.0 Protection

KVGGN Synergy recognizes that individuals who refuse to accept or offer a bribe, or who raise concerns or report misconduct, may sometimes fear potential repercussions. The company encourages transparency and will support anyone who raises genuine concerns in good faith under this Policy, even if their concerns turn out to be mistaken.

We are committed to ensuring that no employee suffers any adverse treatment as a result of



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refusing to engage in bribery or corrupt activities or because they report in good faith a suspicion of bribery or any other corruption-related offense, whether actual or potential, that has occurred or may occur in the future.

If any employee believes they have been subjected to such detrimental treatment, they should immediately inform their reporting manager or the Compliance Officer or report the matter through the Whistleblower channel.

9.0 Who is Responsible for the Policy?

The Compliance Officer is responsible for overseeing this Policy and monitoring its use and effectiveness, as well as addressing any queries related to its interpretation. The Compliance Officer has overall responsibility for ensuring that this Policy is adhered to by employees and that it complies with our legal and ethical obligations. Additionally, the Compliance Officer will ensure that employees receive adequate training on this matter.

Management at all levels is responsible for ensuring that their teams are made aware of and understand this Policy, and that they attend regular training on the subject.

10.0 Violation and Consequences

Failure to comply with this Policy by any KVGGN Synergy employee or third party could result in disciplinary action, including the possible termination of employment or contract. A violation of anti-corruption laws can have severe consequences for both KVGGN Synergy and the individuals involved. Employees should consult directly with the Compliance Officer if they have any questions regarding a potential violation or alleged violation of anti-corruption laws.

11.0 Amendments

Changes in the business context or regulatory environment may require the adoption and implementation of new principles, guidelines, or regulations. The Policy will be reviewed periodically, and its effectiveness will be monitored. The Policy is subject to change at any time without prior notice. Any amendments or waivers to this Policy must be approved by the Company's Board of Directors.

The Policy will be reviewed and audited periodically, requiring cooperation from all relevant parties. It is the responsibility of employees to regularly read the Policy and ensure compliance.

KUNAL KISHORE

(MD & CO-FOUNDER)